

F. THOMAS EDWARDS ESQ.
Nevada Bar No. 9549
E-mail: tedwards@nevadafirm.com
ADAM J. PERNSTEINER, ESQ.
Nevada Bar No. 7862
E-mail: apernsteiner@nevadafirm.com
HOLLEY DRIGGS
300 South Fourth Street, Suite 1600
Las Vegas, Nevada 89101
Telephone: 702/791-0308

Attorneys for Defendants

UNITED STATES DISTRICT COURT

DISTRICT OF NEVADA

JIMMY COLSON, an individual;

Plaintiff,

v.

BULOW HOLDINGS, LLC, a Delaware
limited liability company; and, OSSUR
AMERICAS, INC., a California corporation;

Defendants.

CASE NO.:

**NOTICE OF REMOVAL OF ACTION
FROM THE EIGHTH JUDICIAL
DISTRICT COURT, CLARK COUNTY,
NEVADA, TO THE UNITED STATES
DISTRICT COURT FOR THE DISTRICT
OF NEVADA, PURSUANT TO 28 U.S.C.
§§ 1331, 1441, and 1446.**

DEFENDANTS' NOTICE OF REMOVAL

PLEASE TAKE NOTICE THAT in accordance with 28 U.S.C. §§ 1332, 1441, and 1446, Defendants Bulow Holdings, LLC ("Bulow") and Ossur Americas, Inc. ("Ossur"), by and through their counsel HOLLEY DRIGGS remove this action from the Eighth Judicial District Court for Clark County, Nevada (the "Nevada State Court") to the United States District Court for the District of Nevada. In support of this Notice of Removal, Defendants state as follows:

Procedural History and Plaintiff's Allegations

1. On October 20, 2022, Plaintiff Jimmy Colson filed a complaint in the Nevada State Court against Defendants, Case Number A-22-860129-B, Department 27. A copy of the complaint

1 in the Nevada State Court action, together with exhibits and all initial papers, is attached to this
2 notice as **Exhibit A**.

3 2. Plaintiff alleges that Bulow has not made a timely payment in the amount of
4 \$85,000 under the terms of the parties' promissory note and Equity Purchase Agreement. Plaintiff
5 asserts causes of action for breach of contract, breach of the implied covenant of good faith and
6 fair dealing, account stated, and declaratory relief.
7

8 **Grounds for Removal**

9 3. This Court has jurisdiction over the Nevada State Court action under 28 U.S.C. §
10 1332(a) because (i) there is complete diversity of citizenship between Plaintiff and Defendants,
11 and (ii) the matter in controversy exceeds the value of \$75,000, exclusive of interest and costs.
12

13 4. Plaintiff is a citizen of Nevada.

14 5. Defendant Ossur is a corporation. For purposes of diversity, "a corporation shall be
15 deemed to be a citizen of every State and foreign state by which it has been incorporated and of
16 the State or foreign state where it has its principal place of business." 28 U.S.C.A. § 1332(c)(1).
17 The Supreme Court has held that the "phrase 'principal place of business' refers to the place where
18 the corporation's high level officers direct, control, and coordinate the corporation's activities."
19 *Hertz Corp. v. Friend*, 559 U.S. 77, 80 (2010). Ossur is incorporated and has its principal place of
20 business in California.
21

22 6. Defendant Bulow is a limited liability company. "[T]he citizenship of an LLC is
23 determined by the citizenship of its members. For complete diversity to exist, all of the LLC's
24 members must be diverse from all parties on the opposing side." *Lincoln Ben. Life Co. v. AEI Life*,
25 *LLC*, 800 F.3d 99, 105 (3d Cir. 2015) (internal quotations and citations omitted). The members of
26 Bulow are CTC Management Inc. and Bulow Management Holdings, LLC. CTC Management
27
28

1 Inc. is a corporation formed under the laws of the state of Delaware. Bulow Management
2 Holdings, LLC's single member is CTC Management Inc.

3 7. The amount in controversy exceeds \$75,000. The promissory note at issue is valued
4 at \$2,850,000, and Plaintiff alleges Bulow failed to make a payment in the amount of \$85,000.

5 **The Procedural Requirements for Removal Have Been Satisfied**

6
7 8. This Notice of Removal is being filed within 30 days of October 20, 2022. Removal
8 is therefore timely in accordance with 28 U.S.C. § 1446(b).

9 9. Venue is proper in this Court in accordance with 28 U.S.C. §§ 1441(a) and 1446(a)
10 because the United States District Court for the District of Nevada is the federal judicial district
11 that embraces the entire State of Nevada.

12 10. After filing this Notice of Removal, Defendants will promptly serve written notice
13 of this Notice of Removal on counsel for all adverse parties and file the same with the Clerk of the
14 Nevada State Court in accordance with 28 U.S.C. § 1446(d).

15 **Non-Waiver of Defenses**

16
17 11. By removing this action from the Nevada State Court, Defendants do not waive any
18 defenses available to them

19 12. By removing this action from the Nevada State Court, Defendants do not admit any
20 of the allegations in Plaintiff's complaint.

21 DATED this 18th day of November, 2022.

22 **HOLLEY DRIGGS**

23
24 */s/ F. Thomas Edwards*
25 F. THOMAS EDWARDS, ESQ.
26 Nevada Bar No. 9549
27 ADAM J. PERNSTEINER, ESQ.
28 Nevada Bar No. 7862
300 South Fourth Street, Suite 1600
Las Vegas, Nevada 89101
Attorneys for Defendants